



WELLS FARGO LEASING CORPORATION

February 25, 1983

RECORDATION NO. 11368-2 Filed 1425

The Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

FEB 28 1983 12 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Madam Secretary:

On July 31, 1982, Wells Fargo Equipment Leasing Corporation, a California corporation ("WFELC"), was merged into its parent, Wells Fargo Leasing Corporation, also a California corporation ("WFLC"). A certified copy of the Certificate of Ownership effecting this merger is attached as Exhibit A. Upon the effectiveness of this merger and by operation of law, the separate existence of WFELC ceased and WFLC succeeded to all the rights and property of WFELC and became subject to all the debts and liabilities of WFELC.

Exhibit B hereto sets forth the instruments filed and recorded with the Commission to which WFELC is a party. We would appreciate your cross-referencing all of the filings set forth therein to indicate that WFLC is successor by merger to WFELC. Seven copies of this letter and its exhibits are enclosed for filing with the Commission, so that one copy may be placed in each of the five Commission files noted on Exhibit B and two copies may be returned to Mr. Charles T. Kappler of Alvord and Alvord, who will be filing this letter on our behalf.

Also enclosed is our check for \$50.00 in payment of the Commission's fee of \$10.00 for each cross-referencing.

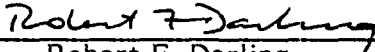
Very truly yours,

WELLS FARGO LEASING CORPORATION

By Robert F. Darling
Robert F. Darling
Senior Vice President,
General Counsel and
Assistant Secretary

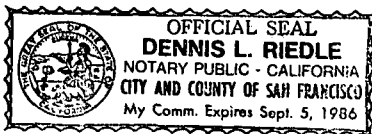
STATEMENT

I, ROBERT F. DARLING, Senior Vice President, General Counsel and Secretary of Wells Fargo Equipment Leasing Corporation, a California corporation, until July 31, 1982 when it was merged into Wells Fargo Leasing Corporation, a California corporation, of which I am now Senior Vice President, General Counsel and Assistant Secretary, am authorized to and do state that the facts set forth in my letter of February 25, 1983, to which this statement is attached, are true and correct.


Robert F. Darling

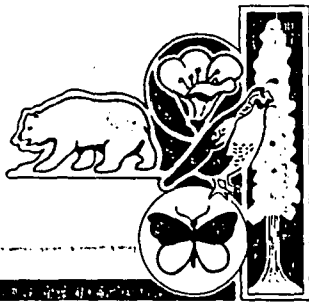
ACKNOWLEDGEMENT

On this 25th day of February, 1983, before me personally appeared Robert F. Darling, to me personally known, who, being by me duly sworn, says that he is Senior Vice President, General Counsel and Assistant Secretary of Wells Fargo Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

(Notarial Seal)



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

AUG 2 1982



March Fong Eu

Secretary of State

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

JUL 31 1982

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

CERTIFICATE OF OWNERSHIP

THEODORE J. ROGENSKI and ROBERT F. DARLING certify that:

1. They are the President and the Assistant Secretary, respectively, of WELLS FARGO LEASING CORPORATION, a California corporation.

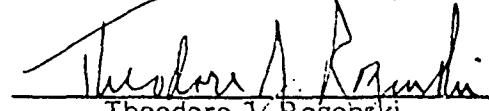
2. WELLS FARGO LEASING CORPORATION owns 100% of the outstanding shares of WELLS FARGO EQUIPMENT LEASING CORPORATION, a California corporation.

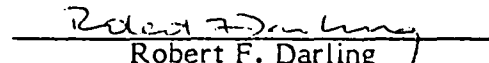
3. The Board of Directors of WELLS FARGO LEASING CORPORATION has adopted the following resolutions by unanimous written consent:

RESOLVED, that under Section 1110 of the California Corporations Code the Corporation merge WELLS FARGO EQUIPMENT LEASING CORPORATION into itself and assume all of the obligations of WELLS FARGO EQUIPMENT LEASING CORPORATION.

FURTHER RESOLVED, that the Chairman of the Board, the President, or any Senior Vice President, and the Secretary or any Assistant Secretary of the Corporation are authorized and directed to execute, verify (by their declaration under penalty of perjury or otherwise) and file at an appropriate time a Certificate of Ownership under Section 1110 of the California Corporations Code, and to take all other action considered necessary and proper to consummate the merger.

4. The effective date of the merger described above shall be July 31, 1982.


Theodore J. Rogenski
President


Robert F. Darling
Assistant Secretary

Each of the undersigned declares under the penalty of perjury that the statements in the above Certificate are true of his or her own knowledge, and that this declaration was executed on July 22, 1982 at San Francisco, California.

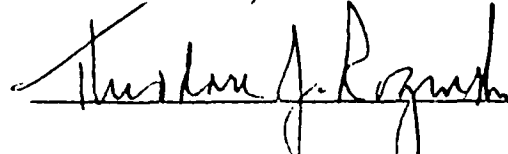
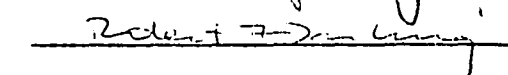



EXHIBIT B

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Utility Fuels, Inc.

LEASE NO. 3158706

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Lease of Railroad Equipment dated
as of October 1, 1980, between
Utility Fuels, Inc., as Lessee,
and The Connecticut Bank and Trust
Company as Trustee for Wells
Fargo Equipment Leasing Corporation,
as Lessor

October 14, 1980 3:30 p.m.
#12302

Assignment of Lease and Agreement
dated as of October 1, 1980, between
The Connecticut Bank and Trust Company
as Trustee, and Mercantile-Safe
Deposit and Trust Company as Agent

October 14, 1980 3:30 p.m.
#12302 A

Conditional Sale Agreement dated as of
October 1, 1980, between The Connecticut
Bank and Trust Company as Trustee for
Wells Fargo Equipment Leasing Corporation
and ACF Industries, Incorporated

October 14, 1980 3:30 p.m.
#12302 B

Agreement and Assignment dated as of
October 1, 1980, between ACF Industries,
Incorporated as Builder and Mercantile-
Safe Deposit and Trust Company as Agent

October 14, 1980 3:30 p.m.
#12302 C

Amendment Agreement No. 1 dated as of
January 19, 1981, among The Connecticut
Bank and Trust Company as Trustee for
Wells Fargo Equipment Leasing Corporation,
Utility Fuels, Inc., as Lessee, Mercantile-
Safe Deposit and Trust Company as Agent and
ACF Industries, Incorporated as Builder

February 9, 1981 2:00 p.m.
#12302 D

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Oklahoma Gas and Electric Company

LEASE NO. 3152519

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Conditional Sale Agreement
dated January 1, 1981,
between Thrall Car Manu-
facturing Company and
WFELC

March 26, 1981 12:10 p.m.
#13001

Agreement and Assignment
dated January 1, 1981,
between Thrall Car Manu-
facturing Company and
The First National Bank
and Trust Company of
Oklahoma City as Agent

March 26, 1981 12:10 p.m.
#13001 A

Lease of Railroad Equipment
dated January 1, 1981, be-
tween Wells Fargo Equipment
Leasing Corporation and
Oklahoma Gas and Electric
Company

March 26, 1981 12:10 p.m.
#13001 B

Assignment of Lease and
Agreement dated January 1,
1981, between WFELC and
The First National Bank
and Trust Company of
Oklahoma City as Agent

March 26, 1981 12:10 p.m.
#13001 C

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Utility Fuels, Inc.

LEASE NO. 3158714

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Conditional Sale Agreement dated
as of January 1, 1981, between
WFELC and ACF Industries, Inc.

January 7, 1981 1:35 p.m.
#12718

Agreement and Assignment dated
as of January 1, 1981, between
ACF Industries, Incorporated as
Builder and Mercantile-Safe
Deposit and Trust Company as
Agent

January 7, 1981 1:35 p.m.
#12718 A

Lease of Railroad Equipment dated
as of January 1, 1981, between
Utility Fuels, Inc. as Lessee and
WFELC as Lessor

January 7, 1981 1:35 p.m.
#12718 B

Assignment of Lease and Agreement
dated as of January 1, 1981,
between WFELC as Lessor and
Mercantile-Safe Deposit and Trust
Company as Agent

January 7, 1981 1:35 p.m.
#12718 C

LEASE OF RAILROAD EQUIPMENT

LESSEE: WANDA PETROLEUM COMPANY

LEASE NO. 3309101

LESSOR: WELLS FARGO EQUIPMENT LEASING CORPORATION

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Assignment of Purchase Agreement
dated as of February 17, 1981,
between Wanda Petroleum Company
and Wells Fargo Equipment Leasing
Corporation.

February 20, 1981, 1:00 p.m.
#12942-A

Lease Agreement dated as of
February 17, 1981, between
Wells Fargo Equipment Leasing
Corporation and Wanda Petroleum
Company.

February 20, 1981, 1:00 p.m.
#12942

LEVERAGED LEASE OF RAILROAD EQUIPMENT

LESSEE: Oklahoma Gas and Electric Company

LEASE NO. 3152501

LESSOR: Wells Fargo Equipment Leasing Corporation

TITLE AND DATE OF RECORDED
DOCUMENTS

DATE AND TIME OF FILING WITH ICC
ICC RECORDATION NO.

Conditional Sale Agreement
dated January 1, 1980,
between Thrall Car Manu-
facturing Company and
Mercantile - Safe Deposit
and Trust Company as
Trustee

January 14, 1982 3:10 p.m.
#11368

Agreement and Assignment
dated as of January 1, 1980,
between Thrall Car Manu-
facturing Company and The
First National Bank and Trust
Company of Oklahoma City, as
Agent

January 14, 1980 3:10 p.m.
#11368 A

Lease of Railroad Equipment
dated January 1, 1980, be-
tween Mercantile-Safe Deposit
and Trust Company as Trustee
and Oklahoma Gas and
Electric Company

January 14, 1980 3:10 p.m.
#11368 B

Assignment of Lease and
Agreement dated January 1,
1980, between Mercantile-
Safe Deposit and Trust
Company as Trustee and the
First National Bank and
Trust Company of Oklahoma
City as Agent

January 14, 1980 3:10 p.m.
#11368 C